

10548-E

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

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Filed & Recorded
ALVORD

TELEPHONE
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INTERSTATE COMMERCE COMMISSION

July 17, 1985

5-198A148

BY HAND DELIVERY

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are three fully executed copies of a Lease Amendment dated as of October 10, 1984, a "secondary document" as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document amends a Master Equipment Lease Agreement dated as of June 12, 1979 between Manufacturers Hanover Leasing Corporation and The Maryland and Pennsylvania Railroad Company, which was duly filed and recorded on June 28, 1979 and assigned Recordation Number 10548.

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Lessor: Manufacturers Hanover Leasing Corporation
270 Park Avenue
New York, New York 10017

Lessee: The Maryland and Pennsylvania Railroad
Company
One West Market Street
York, Pennsylvania 17401

ICC OFFICE OF
THE SECRETARY

JUL 17 1 55 PM '85

MOTOR OPERATING UNIT

Overseas - P.T. Kappler

Mr. James H. Bayne
Page Two
July 17, 1985

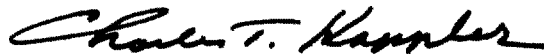
Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, Suite #200, 918 16th Street, N.W., Washington, D.C., 20006.

Also enclosed is a check in the amount of \$10.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Lease Amendment dated as of October 10, 1984 covering twelve (12) boxcars formerly marked numbered MPA 9588 through MPA 9599, now marked and numbered CPAA 209263 through CPAA 209274, amending Master Equipment Lease Agreement dated as of June 12, 1979 between Manufacturers Hanover Leasing Corporation, Lessor, and The Maryland and Pennsylvania Railroad Company, Lessee.

Very truly yours,



Charles T. Kappler
Attorney for the purpose of
this filing for:

Manufacturers Hanover Leasing
Corporation

CTK/mlt
Enclosures

SCHEDULE A

Change of serial numbers for 12 boxcars leased by M&P pursuant to that certain Master Lease Agreement dated June 12, 1979 with Manufacturers Hanover Leasing Corporation, as supplemented and amended

Old Serial Number

New Serial Number

MPA 9588	CPAA 209272 ✓
MPA 9589	CPAA 209269 ✓
MPA 9590	CPAA 209267 ✓
MPA 9591	CPAA 209266 ✓
MPA 9592	CPAA 209265 ✓
MPA 9593	CPAA 209263 ✓
MPA 9594	CPAA 209268 ✓
MPA 9595	CPAA 209270 ✓
MPA 9596	CPAA 209264 ✓
MPA 9597	CPAA 209274 ✓
MPA 9598	CPAA 209271 ✓
MPA 9599	CPAA 209273 ✓

JUL 17 1985 2-00 PM

INTERSTATE COMMERCE COMMISSION

LEASE AMENDMENT

AMENDMENT dated as of October 10, 1984, between MANUFACTURERS HANOVER LEASING CORPORATION, a New York corporation with an office at 270 Park Avenue, New York, New York 10017, formerly at 30 Rockefeller Plaza, New York, New York 10022 the ("Lessor"), and THE MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, a Maryland and Pennsylvania corporation with an office at One West Market Street, York, Pennsylvania 17401, formerly at 490 East Market Street, York, Pennsylvania 17403 (the "Lessee"), to a Master Equipment Lease Agreement, dated as of June 12, 1979, between the Lessor and the Lessee (the "Lease").

WHEREAS, the Lease, together with Acceptance Supplement No. 1 thereto, have been filed with the Interstate Commerce Commission on June 28, 1979 and accorded Recordation No. 10548;

WHEREAS, the Lessor and Lessee have heretofore executed and delivered one additional Acceptance Supplement and two Amendments to the Lease, which Acceptance Supplement and Amendments were filed with the Interstate Commerce Commission on the dates, and were assigned the recordation numbers, set forth below:

<u>DOCUMENT</u>	<u>RECORDATION DATE</u>	<u>RECORDATION NO.</u>
Acceptance Supplement No. 2	October 31, 1979	10548-A
Amendment dated November 11, 1980	February 19, 1981	10548-B
Amendment dated July 28, 1981	January 21, 1982	10548-C

WHEREAS, pursuant to the terms of the Lease, as supplemented and amended through the date hereof, the Lessor has leased to the Lessee certain railroad boxcars, including the twelve boxcars bearing the identifying numbers set forth on Schedule A annexed hereto;

WHEREAS, the Lessee proposes to change the identifying numbers of the twelve boxcars identified on Schedule A, and the Lessor and Lessee wish further to amend the Lease, as supplemented and amended to the date hereof, to reflect such change in identifying numbers.

NOW, THEREFORE, in consideration of the mutual covenants herein contained the parties hereto hereby agree that the Lease, as supplemented and amended through the date hereof, is hereby

amended to reflect the assignment of the new serial numbers to twelve boxcars which are subject to the Lease, all as set forth on Schedule A annexed hereto.

IN WITNESS WHEREOF, each of the parties hereto has caused this instrument to be executed in its corporate name by one of its corporate officers and its corporate seal to be hereunto affixed and attested the 16th day of July, 1985.

ATTEST:

Carol L. Shattuck

MANUFACTURERS HANOVER
LEASING CORPORATION

By: [Signature]
Title: N.J. MARYLAND 7/16/85

ATTEST:

Mary Martin

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

By: [Signature]
Title: Treasurer 7/12/85

SCHEDULE A

Change of serial numbers for 12 boxcars leased by M&P pursuant to that certain Master Lease Agreement dated June 12, 1979 with Manufacturers Hanover Leasing Corporation, as supplemented and amended

<u>Old Serial Number</u>	<u>New Serial Number</u>
MPA 9588	CPAA 209272
MPA 9589	CPAA 209269
MPA 9590	CPAA 209267
MPA 9591	CPAA 209266
MPA 9592	CPAA 209265
MPA 9593	CPAA 209263
MPA 9594	CPAA 209268
MPA 9595	CPAA 209270
MPA 9596	CPAA 209264
MPA 9597	CPAA 209274
MPA 9598	CPAA 209271
MPA 9599	CPAA 209273

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF YORK

) ss.:
)

On the 12th day of July, 1985, before me came Mark S. Slawinski to me known, who, being by me duly sworn, did depose and say that he resides at ; that he is the Treasurer of Maryland and Pennsylvania Railroad Company, one of the corporations described in and which executed the foregoing instrument that he knows the seal of said corporation; that the seal affixed by order of the Board of Directors of said corporation; and that he signed his name there-to by like order.

Nancy A. Smith
(Notary Public)

STATE OF NEW YORK)

COUNTY OF NEW YORK)

) ss.:
)

On the 16th day of July, 1985, before me came Nicholas Mar, Jr. to me known, who being by me duly sworn, did depose and say that he resides at ; he is ~~the~~ Vice President of Manufacturers Hanover Leasing Corporation, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Christine A. Smith
Notary Public

CHRISTINE A. SMITH
Notary Public, State of New York
No. 31-4506346
Qualified in New York County
Commission Expires March 30, 1987

7/17/85

Interstate Commerce Commission
Washington, D.C. 20423

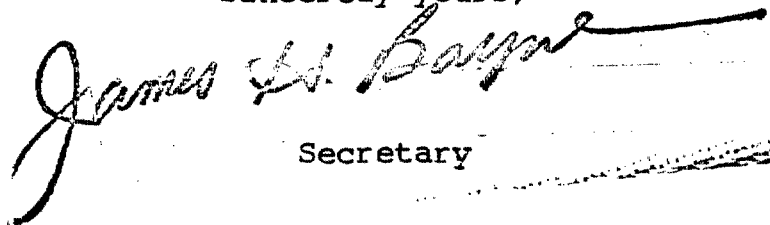
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/85 at 2:00pm and assigned re-
recording number(s). 10548-E

Sincerely yours,


Secretary

Enclosure(s)